



CORPORATION SERVICE COMPANY

May 9, 2005

Barbara Saddler  
Surface Transportation Board  
Recordation Office  
1925 K Street, N.W., Suite 70  
Washington D.C. 20423  
(202) 565-1656  
(202) 565-9004 – Fax  
[Barbara.Saddler@stb.dot.gov](mailto:Barbara.Saddler@stb.dot.gov)

RE: 143393-1

Dear Barbara,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of September 13, 2004 between the following parties:

Names and address of the following parties:

Lessor: **THE CIT GROUP/EQUIPMENT FINANCING, INC.**  
1211 Avenue of the Americas New York, NY 10036

Lessee: **FERRELL NORTH AMERICA**  
500 Dallas Street, Suite 2700 Houston, TX 77002

**A short summary of the document to appear in the index follows:**

Memorandum of Railcar Lease between Lessor: **THE CIT GROUP/EQUIPMENT FINANCING, INC.** and Lessee: **FERRELL NORTH AMERICA** covering 30 pressure tank cars with reporting marks and numbers –DBUX 340392 – DBUX 340429 – NOT INCLUSIVE.

Please file this memorandum as a PRIMARY document and return one (1) stamped original to my attention. A check covering the filing fee of thirty-two dollars (\$32.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-995-5071 ext. 3813.

Thank you for your prompt assistance.

Sincerely,

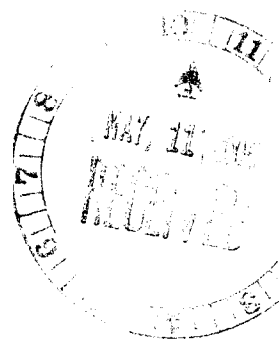
April O'Shea  
Motor Vehicle Specialist  
Corporation Service Company  
801 Adlai Stevenson Drive  
Springfield, IL 62703  
(800) 995-5071 ext. 3813

RECORDATION NO. 25584 FILED

MAY 13 '05

10-43 AM

**SURFACE TRANSPORTATION BOARD**



MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 13<sup>th</sup> day of September, 2004, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 1211 Avenue of the Americas, 20th Floor, New York, New York 10036 (the "Lessor"), and FERRELL NORTH AMERICA, a Delaware corporation, with an address at 500 Dallas Street, Suite 2700, Houston, TX 77002 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of 09/13/04 covering the equipment listed on Schedule A hereto (the "Equipment").

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Lease, and the respective interests therein of the parties and accordingly the Parties have caused this memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: Joseph J. Mankowski  
Name: Joseph Mankowski  
Title: Senior Vice President

REGISTRATION NO. 25584 FILED  
MAY 13 '05 10-43 AM  
SURFACE TRANSPORTATION BOARD

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

FERRELL NORTH AMERICA

By: Ron M. Logan  
Name: Ron M. Logan  
Title: SVP

# Schedule A

## Number of Cars

## Equipment Description

30 33,885 gallon capacity 112J400W Pressure Tank Cars

1	DBUX	340392
2	DBUX	340398
3	DBUX	340399
4	DBUX	340401
5	DBUX	340402
6	DBUX	340405
7	DBUX	340406
8	DBUX	340407
9	DBUX	340408
10	DBUX	340409
11	DBUX	340410
12	DBUX	340411
13	DBUX	340412
14	DBUX	340413
15	DBUX	340414
16	DBUX	340415
17	DBUX	340416
18	DBUX	340417
19	DBUX	340418
20	DBUX	340419
21	DBUX	340420
22	DBUX	340421
23	DBUX	340422
24	DBUX	340423
25	DBUX	340424
26	DBUX	340425
27	DBUX	340426
28	DBUX	340427
29	DBUX	340428
30	DBUX	340429